

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Cooper Energy Limited (COE)

ACN/ARSN 096 170 295

1. Details of substantial holder (1)

Name Beach Energy Limited

ACN/ARSN (if applicable) 007 617 969

There was a change in the interests of the

substantial holder on 24/10/2013

The previous notice was given to the company on 25/06/2012

The previous notice was dated 25/06/2012

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary	31,270,694	9.57%	60,590,884	18.41%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
10/07/2012	Token Nominees Pty Ltd	On market purchase	\$ 0.4550 per share	6,700 ordinary shares	6,700
See Annexure "A"					

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Beach Energy Limited	Beach Energy Limited	Beach Energy Limited	Relevant interest under s608(1) of Corporations Act	16,934,470	16,934,470
Beach Energy Limited	Token Nominees Pty Ltd	Token Nominees Pty Ltd	Relevant interest under s608(1) of Corporations Act as a result of on market purchases	4,284,782	4,284,782
Beach Energy Limited	BFQ Nominees Pty Ltd	BFQ Nominees Pty Ltd	Relevant interest under s608(1) of Corporations Act as a result of on market purchases	4,390,728	4,390,728
Beach Energy Limited	Zaide Nominees Pty Ltd	Zaide Nominees Pty Ltd	Relevant interest under s608(1) of Corporations Act as a result of on market purchases	3,753,143	3,753,143

Beach Energy Limited	Kellyvale Nominees Pty Ltd	Kellyvale Nominees Pty Ltd	Relevant interest under s608(1) of Corporations Act as a result of on market purchases	3,541,303	3,541,303
Beach Energy Limited	Chesser Nominees Pty Ltd	Chesser Nominees Pty Ltd	Relevant interest under s608(1) of Corporations Act as a result of off market purchases	27,686,458	27,686,458

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Chesser Nominees Pty Ltd	As bare trustee

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Beach Energy Limited	25 Conyngham Street Glenside SA 5065
Cooper Energy Limited	Level 10,60 Waymouth St, Adelaide SA 5000
Token Nominees Pty Ltd	Level 3, 100 Pirie St, Adelaide SA 5000
BFQ Nominees Pty Ltd	Sec 6416 Hermans Rd, Mount Torrens SA 5244
Zaide Nominees Pty Ltd	Governor Macquarie Tower, Floor 23, 1 Farrer Place, Sydney NSW 2000
Kellyvale Nominees Pty Ltd	Level 21, Westpac House, 91 King William St, Adelaide SA 5000
Chesser Nominees Pty Ltd	Level 3, 100 Pirie Street Adelaide SA 5000

Signature

print name Kathryn Presser capacity Company Secretary

sign here



date 28 October 2013

"A"
Beach Energy Limited
ACN 007 617 969

This is Annexure A of 1 page referred to in Form 604 Notice of Change of Interests of Substantial Shareholder

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
11/07/2012	Token Nominees Pty Ltd	On market purchase	\$ 0.4580 per share	91,973 ordinary shares	91,973
12/07/2012	Token Nominees Pty Ltd	On market purchase	\$ 0.4593 per share	67,354 ordinary shares	67,354
13/07/2012	Token Nominees Pty Ltd	On market purchase	\$ 0.4674 per share	183,452 ordinary shares	183,452
17/07/2012	Token Nominees Pty Ltd	On market purchase	\$ 0.4820 per share	146,675 ordinary shares	146,675
18/07/2012	Token Nominees Pty Ltd	On market purchase	\$ 0.4936 per share	110,002 ordinary shares	110,002
19/07/2012	Token Nominees Pty Ltd	On market purchase	\$ 0.4858 per share	207,437 ordinary shares	207,437
20/07/2012	Token Nominees Pty Ltd	On market purchase	\$ 0.4801 per share	648,618 ordinary shares	648,618
14/08/2012	Token Nominees Pty Ltd	On market purchase	\$ 0.4650 per share	31,379 ordinary shares	31,379
15/08/2012	Token Nominees Pty Ltd	On market purchase	\$ 0.4776 per share	105,142 ordinary shares	105,142
14/01/2013	Token Nominees Pty Ltd	On market purchase	\$ 0.5855 per share	24,311 ordinary shares	24,311
15/01/2013	Token Nominees Pty Ltd	On market purchase	\$ 0.5900 per share	10,689 ordinary shares	10,689
24/10/2013	Chesser Nominees Pty Ltd	On market purchase	\$ 0.3725 per share	122,500 ordinary shares	122,500
24/10/2013	Chesser Nominees Pty Ltd	On market purchase	\$ 0.3700 per share	1,081,077 ordinary shares	1,081,077
24/10/2013	Chesser Nominees Pty Ltd	On market purchase	\$ 0.3701 per share	5,265,628 ordinary shares	5,265,628
25/10/2013	Chesser Nominees Pty Ltd	On market purchase	\$ 0.3800 per share	16,362,996 ordinary shares	16,362,996
25/10/2013	Chesser Nominees Pty Ltd	On market purchase	\$ 0.3800 per share	4,854,257 ordinary shares	4,854,257

Print Name: Kathryn Anne Presser

Capacity: Company Secretary

Sign:



Date: 28 October 2013